



DONELAN CLEARY
WOOD & MASER, P.C.

September 29, 1999

RECORDATION NO.

21708-C FILED

Recordation No. 21708-C

SEP 29 '99

2-10 PM

Dear Mr. Williams:

On behalf of Flex Leasing II, LLC I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Partial Assignment of Lease ("Partial Assignment") dated as of September 29, 1999.

The parties to the enclosed Partial Assignment are:

Flex Leasing Corporation - ASSIGNOR/LESSOR
Suite 300
234 Front Street
San Francisco, CA 94111

Flex Leasing II, LLC - ASSIGNEE/SUCCESSOR
Suite 300
234 Front Street
San Francisco, CA 94111
LESSOR ONLY AS TO
DESIGNATED UNITS

The said Partial Assignment, among other things, acts to assign from the Assignor to the Assignee the Assignor's right, title and interest in the said lease only as to the units of equipment covered in the Partial Assignment.

The equipment covered by the Partial Assignment is only the equipment covered in Annex A therein, copy attached.

A short summary of the Partial Assignment to appear in the Surface Transportation Board Index is as follows:

"Assigns only the 60 railcars, identified LW 74165-74224, as listed in Annex A."

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 22383-A."


ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, N.W., Suite 750, Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
*Attorney for Flex Leasing II, LLC,
for the purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423
Enclosures

BY HAND

8207-020

ANNEX A

Description of Equipment

Sixty (60) 73' centerbeam railcars, 110-ton capacity,
286,000 lb. gross rail load numbered:

LW 74165 through 74224 inclusive

[Forex]

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MEMORANDUM OF PARTIAL ASSIGNMENT OF LEASE

FLEX LEASING CORPORATION and **FLEX LEASING I, LLC** collectively filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board, Recordation No. 21708 on October 9, 1998, at 3:21 p.m., and (b) the Registrar General of Canada on the 13th day of October, A.D. 1998, at 11:47 a.m.; (ii) that certain Memorandum of Supplement with (a) the Surface Transportation Board, Recordation No. 21708-A on December 22, 1998, at 2:46 p.m., and (b) the Registrar General of Canada on the 23rd day of December, A.D. 1998, at 11:05 a.m. and (iii) that certain Memorandum of Supplement with (a) the Surface Transportation Board, Recordation No. 21708-B on June 30, 1999, at 2:30 p.m., and (b) the Registrar General of Canada on the 2nd day of July, A.D. 1999, at 1:53 p.m., relating to the lease described below:

That certain lease (the "Lease") dated as of October 8, 1998, between **FLEX LEASING CORPORATION**, a Delaware corporation ("Flex"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, and **LE GROUPE FOREX, INC.**, a Quebec corporation ("Lessee"), having its chief executive office at One Place Ville Maria, Suite 3415, Montreal, Quebec H3B 3N6, Schedule No.01 ("Schedule 1") dated as of October 8, 1998 by and between Flex and Lessee, Schedule No.02 ("Schedule 2") dated as of October 8, 1998 by and between Flex and Lessee and Schedule No.03 ("Schedule 3") dated as of October 8, 1998 by and between Flex and Lessee.

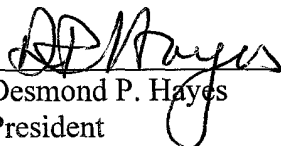
On September 29, 1999, Flex assigned all of its right, title and interest in, to and arising under the Lease (with respect to only Schedule 1 and all equipment leased thereunder), Schedule 1 and all equipment leased thereunder to **FLEX LEASING II, LLC**, a Delaware limited liability company ("Lessor") having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, pursuant to the Sale, Assignment and Assumption Agreement (the "Assignment") by and between Flex and Lessor, which Lease and Assignment cover the railcars listed on Annex A attached hereto.

[Remainder of Page Intentionally Left Blank]

Dated as of September 29, 1999

FLEX LEASING II, LLC

**By: FLEX Asset Management Corporation,
as Asset Manager**

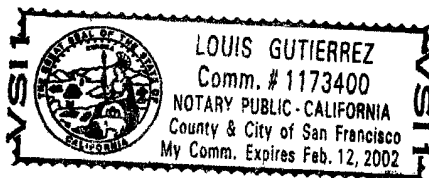
By: 
Desmond P. Hayes
President

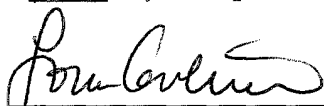
STATE OF CA)
COUNTY OF SF) ss:

On this 24th day of September, 1999, personally came before me, Desmond P. Hayes, who, being by me duly sworn, says he is President of FLEX Asset Management Corporation and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said President acknowledged the said writing to be the act and deed of said corporation.

Witness my hand and notarial seal this 24th day of September, 1999.

SEAL




Notary Public
My Commission Expires: 2/12/2002

[Partial Assignment of Lease – Forex]

ANNEX A

Description of Equipment

Sixty (60) 73' centerbeam railcars, 110-ton capacity,
286,000 lb. gross rail load numbered:

LW 74165 through 74224 inclusive

[Forex]